

7613
10228-A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

9-095A022

RECORDATION NO. 10228-A FILED 1425

APR 5 1989 -12 25 PM

April 5, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

4/5/89
13.00
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies of a Supplemental Equipment Trust Agreement dated February 8, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177.

The enclosed document relates to an Equipment Trust Agreement dated March 15, 1979, which was duly filed and recorded with the Commission on March 28, 1979 at 12:00 Noon under Recordation Number 10228.

The names and addresses of the parties to the enclosed document are:

Trustee: Bankers Trust Company
P.O. Box 318, Church Street Station
4 Albany Street
New York, New York 10015

Company: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

APR 5 12 14 PM '89
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit "A" attached hereto and made a part hereof.

C. J. Kappler
C. J. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 5, 1989
Page Two

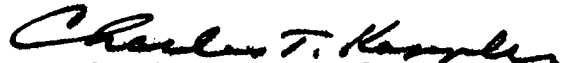
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three (3) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Supplemental Equipment Trust Agreement dated February 8, 1989 covering nine (9) tank cars bearing ACFX marks and numbers 72514 through 72522, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72514	T106	7/88	\$ 43,291	\$ 43,291	\$ 43,291	\$ 43,291
ACFX 72515	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72516	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72517	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72518	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72519	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72520	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72521	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72522	T106	7/88	43,291	43,291	43,291	43,291
				\$389,619	\$389,619	\$389,619

Interstate Commerce Commission

Washington, D.C. 20423

4/5/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/5/89 at 12:25pm, and assigned recordation number(s). 10228-A

Sincerely yours,

Narta L. McEneaney

Secretary

Enclosure(s)

REGISTRATION NO.

FILED 1423

10223-A
APR 5 1989 -12 25 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST SERIES "H"

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated February 8, 1989

Between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated February 8, 1989, between Bankers Trust Company, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the "Trustee"), and ACF Industries, Incorporated, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated March 15, 1979 (hereinafter called the "Agreement"), between the Trustee and the Company there was constituted ACF Industries, Incorporated Equipment Trust, Series "H" pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 4.07 of the Agreement, the Trustee has made payment to the Company of \$ 379,695 out of funds previously deposited with the Trustee pursuant to Section 4.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit "A" hereto (hereinafter called the "Substituted Equipment"), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 4.07 of the Agreement; and

WHEREAS, Section 4.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement, for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit "A" hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

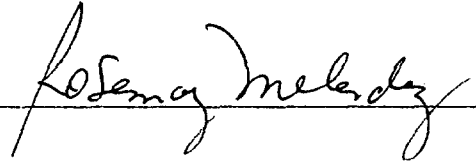
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly

authorized and their respective corporate seals to be hereunto affixed,
duly attested, as of the day and year first above written.

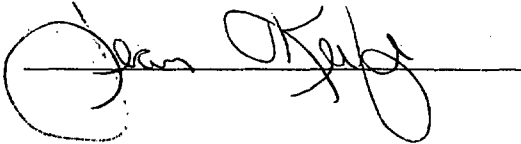
BANKERS TRUST COMPANY, Trustee

(Seal)

By



Attest:



ACF INDUSTRIES, INCORPORATED

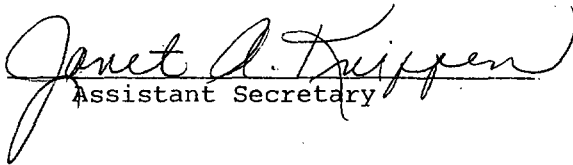
(Seal)

By



Assistant Treasurer

Attest:



Assistant Secretary

EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72514	T106	7/88	\$ 43,291	\$ 43,291	\$ 43,291	\$ 43,291
ACFX 72515	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72516	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72517	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72518	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72519	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72520	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72521	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72522	T106	7/88	43,291	43,291	43,291	43,291
				\$389,619	\$389,619	\$389,619

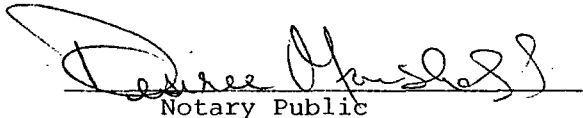
STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 15th day of March, 1989, before me personally appeared Rosemary Melendez, to me personally known, who, being by me duly sworn, says that (s)he is ASSISTANT SECRETARY of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public

DESIREE MARSHALL
Notary Public, State of New York
No. 24-4885294

My commission expires:

Qualified in Kings County
Certificate filed in New York County
Commission Expires February 17, 1991

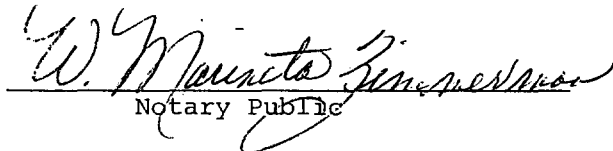
STATE OF MISSOURI)

) ss:

COUNTY OF ST. LOUIS)

On this 8th day of February, 1989, before me personally appeared Umesh Choksi, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Notary Public

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.

My commission expires: